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and Linda Johnson Rice*

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

IN RE TESLA, INC. SECURITIES
LITIGATION

Case No. 3:18-cv-04865-EMC

**DEFENDANTS' AMENDED PROPOSED
VERDICT FORM**

DEFENDANTS' AMENDED PROPOSED VERDICT FORM

A. RULE 10B-5 CLAIM: LIABILITY

Tweet 1: Am considering taking Tesla private at \$420. Funding secured.

1. Did the Plaintiff prove that the statement "Funding secured" in the tweet "Am considering taking Tesla private at \$420. Funding secured" was materially false or materially misleading?

Yes: _____ No: _____

If you answered yes, then answer question 2. If you answered no, stop here and move on to Tweet 2 on the next page.

2. Did the Plaintiff prove that the statement "Funding secured" was made by the Defendant(s)?

Elon Musk: Yes: _____ No: _____

Tesla: Yes: _____ No: _____

If you answered yes as to one or both Defendants, answer question only 3 as to the same Defendant(s). If you answered no to both Defendants, stop here and move on to Tweet 2 on the next page.

3. Did the Plaintiff prove that the Defendant(s) made the statement "Funding secured" with actual knowledge or deliberate recklessness that the statement was materially false or materially misleading?

Elon Musk: Yes: _____ No: _____

Tesla: Yes: _____ No: _____

PLEASE PROCEED TO TWEET 2 ON THE NEXT PAGE

Tweet 2: “Investor support is confirmed. Only reason why this is not certain is that it’s contingent on a shareholder vote.”

4. Did the Plaintiff prove that Tweet 2 was materially false or materially misleading?

Yes: _____ No: _____

If you answered yes, then answer question 6. If you answered no, stop here and move on to the instructions at the bottom of the page.

5. Did the Plaintiff prove that Tweet 2 was made by the Defendant(s)?

Elon Musk: Yes: _____ No: _____

Tesla: Yes: _____ No: _____

If you answered yes as to one or both Defendants, answer question only 6 as to the same Defendant(s). If you answered no to both Defendants, stop here and move on to the instructions at the bottom of the page.

6. Did the Plaintiff prove that the Defendant(s) made Tweet 2 with actual knowledge or deliberate recklessness that the statement was materially false or materially misleading?

Elon Musk: Yes: _____ No: _____

Tesla: Yes: _____ No: _____

If you answered yes to either Defendant in questions 3 or 6, move on to question 7 on the next page. If you did not, you are finished with the Verdict Form. Please turn to the last page, sign and date the Verdict Form and inform the Court you have finished.

1 7. Did the Plaintiff prove reliance?

2 Yes: _____ No: _____

3 *If you answered yes, then answer questions 8 and 9. If you answered no, you are finished with the*
4 *Verdict Form. Please turn to the last page, sign and date the Verdict Form and inform the Court you have*
5 *finished.*

6 8. On what date did the market learn the truth about the information that was allegedly misstated
7 in Tweet 1 and/or Tweet 2?

8 Date: _____

9 9. Did the Plaintiff prove that the statement(s) referenced in Questions 1 and 4 caused the Plaintiff
10 to suffer losses?

11 Yes: _____ No: _____

12 *If you answered yes, please proceed to **Part B**, below. If you answered no, you are finished with*
13 *the Verdict Form. Please turn to the last page, sign and date the Verdict Form and inform the Court you*
14 *have finished.*

B. RULE 10B-5 CLAIM: DAMAGES

1. Did Plaintiff prove the amounts of artificial inflation listed in the table below and that they were caused by material misstatements caused by Defendant(s)?

	07- Aug	08- Aug	09- Aug	10- Aug	13- Aug	14- Aug	15- Aug	16- Aug	17- Aug
(\$/share)	\$66.67	\$57.44	\$39.55	\$42.59	\$43.51	\$34.74	\$25.79	\$22.55	\$N/A

Yes: _____ No: _____

2. On what date did the market price of Tesla stock return to the level it would have been trading at absent any material misstatements?

Date: _____

PLEASE PROCEED TO THE NEXT PAGE.

- 1 3. Has Plaintiff proven that the implied volatilities for each Tesla stock option during each day of
2 the Class Period, as reported by the CBOE, would have been the same but for Tweet 1 and/or
3 Tweet 2?

4 Yes: _____ No: _____

- 5
6 4. Has Plaintiff proven that the movements in prices of a January 2020 at-the-money-straddle
7 during the Class Period can be reliably used to measure the changes in the direct effect of Tweet
8 1 and/or Tweet 2?

9 Yes: _____ No: _____

10 PLEASE PROCEED TO THE NEXT PAGE.
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5. For each Note, did Plaintiff prove the amounts of artificial inflation listed in the table below and that they were caused by Defendant(s)?

	07-Aug	08-Aug	09-Aug	10-Aug	13-Aug	14-Aug	15-Aug	16-Aug	17-Aug
2019 Note	\$4.49	\$3.23	\$1.85	\$2.30	\$2.83	\$2.87	\$2.43	\$2.17	\$0.00
2021 Note	\$6.17	\$4.44	\$2.54	\$3.16	\$3.88	\$3.95	\$3.34	\$2.99	\$0.00
2022 Note	\$6.26	\$4.50	\$2.58	\$3.20	\$3.94	\$4.00	\$3.38	\$3.03	\$0.00

Yes: _____ No: _____

PLEASE PROCEED TO THE NEXT PAGE

C. SECTION 20(A) CLAIM: LIABILITY

Question No. 1:

Has Plaintiff proved the Section 20(a) Claim as to any of the Tesla Director Defendants (**check all that apply**):

Brad W. Buss: Yes: _____ No: _____

Robyn Denholm: Yes: _____ No: _____

Ira Ehrenpreis: Yes: _____ No: _____

Antonio J. Gracias: Yes: _____ No: _____

James Murdoch: Yes: _____ No: _____

Kimbal Musk: Yes: _____ No: _____

Linda Johnson Rice: Yes: _____ No: _____

Question No. 2:

If you answered “Yes” in response to Question No. 1 as to any Defendant, have Defendants proved a Good Faith Defense as to that Defendant (**check all that apply**):

Brad W. Buss: Yes: _____ No: _____

Robyn Denholm: Yes: _____ No: _____

Ira Ehrenpreis: Yes: _____ No: _____

Antonio J. Gracias: Yes: _____ No: _____

James Murdoch: Yes: _____ No: _____

Kimbal Musk: Yes: _____ No: _____

Linda Johnson Rice: Yes: _____ No: _____

PLEASE PROCEED TO SECTION D ON THE NEXT PAGE.

D. ALLOCATION OF RESPONSIBILITY**Question No. 1:**

If Plaintiff proved a Rule 10b-5 Claim and/or Section 20(a) Claim against any Defendant, did that Defendant act with “actual knowledge” or “deliberate recklessness”?

Only answer this question as to the Defendants against whom you found Plaintiff proved a claim.

Answer the following question only as to the statements for which Plaintiff proved Rule 10(b)-5 liability.

Statement 1: “Funding secured”

Elon Musk:	Actual Knowledge: _____	Deliberate Recklessness: _____
Tesla:	Actual Knowledge: _____	Deliberate Recklessness: _____
Brad W. Buss:	Actual Knowledge: _____	Deliberate Recklessness: _____
Robyn Denholm:	Actual Knowledge: _____	Deliberate Recklessness: _____
Ira Ehrenpreis:	Actual Knowledge: _____	Deliberate Recklessness: _____
Antonio J. Gracias:	Actual Knowledge: _____	Deliberate Recklessness: _____
James Murdoch:	Actual Knowledge: _____	Deliberate Recklessness: _____
Kimbal Musk:	Actual Knowledge: _____	Deliberate Recklessness: _____
Linda Johnson Rice:	Actual Knowledge: _____	Deliberate Recklessness: _____

Statement 2: Tweet 2

Elon Musk:	Actual Knowledge: _____	Deliberate Recklessness: _____
Tesla:	Actual Knowledge: _____	Deliberate Recklessness: _____
Brad W. Buss:	Actual Knowledge: _____	Deliberate Recklessness: _____
Robyn Denholm:	Actual Knowledge: _____	Deliberate Recklessness: _____
Ira Ehrenpreis:	Actual Knowledge: _____	Deliberate Recklessness: _____
Antonio J. Gracias:	Actual Knowledge: _____	Deliberate Recklessness: _____
James Murdoch:	Actual Knowledge: _____	Deliberate Recklessness: _____
Kimbal Musk:	Actual Knowledge: _____	Deliberate Recklessness: _____
Linda Johnson Rice:	Actual Knowledge: _____	Deliberate Recklessness: _____

Question No. 2:

If you checked “Actual Knowledge” for *all* Defendant(s) and as to *each misstatement* for which Plaintiff proved a Rule 10b-5 Claim, please skip to the final page.

If you checked “Deliberate Recklessness” for *any* Defendant(s) and as to *any* misstatement, you must determine what percentage of responsibility, if any, for the Plaintiff’s loss is due to each Defendant.

Only assign a percentage of responsibility to Defendants for whom found liable in Section A or Section C. The total must add up to 100%.

_____ % Elon Musk

_____ % Tesla

_____ % Brad W. Buss

_____ % Robyn Denholm

_____ % Ira Ehrenpreis

_____ % Antonio J. Gracias

_____ % James Murdoch

_____ % Kimbal Musk

_____ % Linda Johnson Rice

(Total must equal 100%)

PROCEED TO SECTION F ON THE NEXT PAGE.

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2 **E. RETURN OF VERDICT**

3 Once the form is completed, the foreperson for the jury must sign and date it below:
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5 Dated: _____ Signed: _____
6 Jury Foreperson
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CERTIFICATE OF SERVICE

I hereby certify that the foregoing document was served on all counsel of record electronically or by another manner authorized under FED. R. CIV. P. 5(b) on this the 20th day of December 2022.

QUINN EMANUEL URQUHART & SULLIVAN, LLP

By /s/ Michael T. Lifrak

Michael T. Lifrak

*Attorneys for Tesla, Inc., Elon Musk, Brad W. Buss,
Robyn Denholm, Ira Ehrenpreis, Antonio J. Gracias,
James Murdoch, Kimbal Musk, and Linda Johnson
Rice*